

**RHPL Board Governance Steering Committee Agenda****Date: Monday, March 18, 2024, 2pm at Central Library****Chair:** Mona Shahnazari**Members in Attendance:**

- Stephen Chait
- Jason Cherniak
- Councillor Carol Davidson
- Yunmi Hwang, Director, Branch & Customer Experiences and Interim CEO
- Susan Quinn, Secretary
- Mona Shahnazari, Chair

**Guests/Presenters:**

- None

**Member Regrets:**

- Sadra Nasser
- CEO (vacant)

## **Agenda**

1. Agenda adoption
2. Minutes of last meeting approval
3. Motion to add Joshua Dyer and Robin Fribance to BGSC – Y. Hwang
4. Board Code of Conduct Policy Review – Y. Hwang
5. Board By-Laws Policy Update – Y. Hwang
6. Board Performance Self-Evaluation Pilot Program – Y. Hwang
7. Governance Calendar Review – Y. Hwang
8. CEO Updates – Y. Hwang
9. New Business
10. Adjournment

### **1. Agenda Review and Adoption**

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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#### **Motion: GC24.01**

That the Board Governance Steering Committee adopt the Agenda.

Moved by:

Carried or Not Carried

### **2. Minutes Approval**

#### **Motion: GC24.02**

That the Board Governance Steering Committee approve the draft minutes of December 14, 2023.

Moved by:

Carried or Not Carried

## Next Steps

Action Item	Accountable	Due
Submit approved minutes for posting on website	S. Quinn	Mar 2024

### 3. Motion to add Joshua Dyer and Robin Fribance as members of the BGSC

#### Motion: GC24.03

That Joshua Dyer and Robin Fribance be added as members of the Board Governance Steering Committee.

Moved by:

Carried or Not Carried

### 4. Board Code of Conduct Policy Review GCSRLIB24.01 / Y. Hwang

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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#### Motion: GC24.04

That the Board Governance Steering Committee:

1. Receive the current *Library Board Member Code of Conduct Policy* and an alternative *Draft Library Board Member Code of Conduct Policy* for discussion; and
2. Recommend an updated *Library Board Member Code of Conduct Policy* to the Library Board for adoption.

Moved by:

Carried or Not Carried

**Next Steps**

Action Item	Accountable	Due

**5. Board By-Laws Policy Update GCSRLIB24.02 / Y. Hwang**

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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**Motion: GC24.05**

That the Richmond Hill Public Library Board Governance Steering Committee:

1. Recommend that the Board approve the termination of the Board Remote Attendance Policy from April 2022 (copy attached for reference), as it has now been merged with the attached updated Board By-Laws Policy; and
2. Recommend that the Board approve the attached updated RHPL Board By-Laws Policy.

Moved by:

Carried or Not Carried

**Next Steps**

Action Item	Accountable	Due

**6. Board Performance Self-Evaluation Process GCSRLIB24.03 / Y. Hwang**

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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**Motion: GC24.06**

That the Board Governance Steering Committee:

1. Receive the Institute of Corporate Directors' *Board Self-Evaluation Questionnaire* and accompanying *User Guidelines* for discussion; and
2. Propose that the Library Board adopt an annual Board Self-Assessment Pilot Program that will help the Board continually improve its effectiveness.

Moved by:

Carried or Not Carried

**Next Steps**

Action Item	Accountable	Due

**7. Governance Calendar Review**

**Motion: GC24.07**

That the Board Governance Steering Committee receive the Governance Calendar for information.

Moved by:

Carried or Not Carried

**8. CEO Updates**

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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**Motion: GC24.08**

That the Board Governance Steering Committee receive the CEO Update for information.

Moved by:

Carried or Not Carried

**9. New Business**

*Key Discussion Points / Options Considered / Criteria Used in Decision-Making*

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**Motion: GC24.09**

That the Board Governance Steering Committee:

TBC

Moved by:

Carried or Not Carried

**Next Steps**

Action Item	Accountable	Due

**10. Adjournment**

The meeting adjourned at \_\_\_\_\_ pm

**Secretary:** S. Quinn

**Approved by Chair:** M. Shahnazari



**RHPL Board Governance Steering Committee **Draft** Minutes**

**Date: Thursday, December 14, 2023, 2pm at Central Library**

**Chair:** Darren Solomon chaired meeting until Mona Shahnazari was elected Chair

**Members in Attendance:**

- Stephen Chait
- Jason Cherniak - virtual
- Councillor Carol Davidson - virtual
- Yunmi Hwang, Director, Branch and Customer Experiences
- Sadra Nasser, Vice Chair
- Susan Quinn, Executive Assistant and Governance Coordinator
- Mona Shahnazari, Chair
- Darren Solomon, CEO

**Guests/Presenters:**

- None

**Member Regrets:**

- Courtney Beatty, City HR Partner



## **Agenda**

1. Agenda adoption
2. Elect Chair of RHPL Board Governance Steering Committee / D. Solomon
3. Elect Vice Chair of RHPL Board Governance Steering Committee / D. Solomon
4. Elect Secretary of RHPL Board Governance Steering Committee / D. Solomon
5. Documents for information:
  - a. Public Libraries Act
  - b. Board By-Laws
  - c. City of Richmond Hill and RHPL Shared Services MOU
6. New Business:
  - a. Discussion on areas of opportunity / DS
  - b. City HR participation in Board Governance Steering Committee / DS
7. Adjournment

### **1. Agenda Review and Adoption**

#### **Motion: GC23.01**

That the agenda, as amended by D. Solomon to add Item 6 b., be adopted.

Moved by: S. Chait

Carried

### **2. Electing Chair of RHPL Board Governance Steering Committee / D. Solomon**

- Councillor C. Davidson volunteered.
- S. Chait nominated M. Shahnazari and requested that only citizen Board members act as Committee Chairs.
- Councillor C. Davidson withdrew her nomination.

#### **Motion: GC23.02**

That Mona Shahnazari be the chair of Governance Steering Committee.

Moved by: S. Chait

Carried

### **3. Electing Vice Chair of RHPL Board Governance Steering Committee / D. Solomon**

- S. Nasserri volunteered.
- There were no further volunteers or nominations.

#### **Motion: GC23.03**

That Sadra Nasserri be the Vice Chair of Governance Steering Committee.

Moved by: D. Solomon

Carried

### **4. Electing Secretary of RHPL Board Governance Steering Committee / D. Solomon**

- D. Solomon nominated S. Quinn.
- There were no further volunteers or nominations.

#### **Motion: GC23.04**

That Susan Quinn be the Secretary of Governance Steering Committee.

Moved by: D. Solomon

Carried

### **5. Documents for Information- Public Libraries Act, Board By-Laws and City of Richmond Hill and RHPL Shared Service MOU / D. Solomon**

- M. Shahnazari: asked to clarify the make-up of the Library Board from the last term to confirm if there were more Councillors than community members. D. Solomon clarified that there were 4 Councillors and 5 community members, which is in-line with the Public Libraries Act. S. Chait added that in the last term the Library Board Chair was a Councillor.

**Motion: GC23.05**

That the Board Governance Steering Committee:

Receive the documents for information.

Moved by: S. Nasser

Carried

**6. New Business**

- a. Discussion on areas of opportunity / DS
  - D. Solomon: presented thought-starters and asked members for ideas on areas of opportunity for the Governance Steering Committee.
  - S. Chait: asked that this Committee be a forum to provide leadership and advise the Board on appropriate timelines on items such as the release of draft minutes, regulatory decisions, and budget decisions.
  - S. Nasser: suggested we look at posting draft minutes on the website as unadopted.
  - S. Chait: suggested the next meeting of this Committee could discuss orienting and educating members on the Code of Conduct and By-laws.
  - J. Cherniak: asked about topics that are included in a Board self-assessment; D. Solomon explained assessments are best practice and will propose options for tools and process.
  - J. Cherniak: asked about CEO annual review process; D. Solomon said that reviews are best practice and that HR will lead process and propose options for process.
  - M. Shahnazari: Next Committee meeting to be held Feb 8<sup>th</sup>.

**Motion: GC23.06**

That the RHPL Board Governance Steering Committee:

Receive the presentation for information.

Moved by: S. Nasser

Carried

**Next Steps**

<b>Action Item</b>	<b>Accountable</b>	<b>Due</b>
Board Code of Conduct Policy review	D. Solomon	Next meeting
Board self-evaluation options	D. Solomon	Next meeting
CEO evaluation process options	Human Resources	April meeting

b. City HR participation in Board Governance Steering Committee / DS

- D. Solomon: Library’s City HR business partner and her manager have advised that they prefer to be guest subject matter experts when required, rather than participate as a committee member due to potential conflicts of interest in discussions, such as MOU updates.
- J. Cherniak: in relation to MOU between RHPL Board and City of Richmond Hill, asked to clarify library’s corporate structure.

**Motion: GC23.07**

That the RHPL Board Governance Steering Committee:

Recommend to the Board to remove City Human Resources staff member, as per SRLIB23.16, from the Board Governance Steering Committee.

Moved by: S. Nasser

Carried

**Next Steps**

<b>Action Item</b>	<b>Accountable</b>	<b>Due</b>
Add motion to January Boagenda	S. Quinn	January 2024

Corporate structure follow-up	D. Solomon	Add to work plan
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**7. Adjournment**

**Motion: GC23.08**

That the meeting be adjourned at 2:37 pm.

Moved by:

Carried

**Secretary:** S. Quinn

**Approved by Chair:** M. Shahnazari



**Subject:** Richmond Hill Public Library Board Member Code of Conduct Policy Review

**For:** Recommendation

**Date:** March 18, 2024

**Report #:** GCSRLIB24.01

**To:** Richmond Hill Public Library Board Governance Steering Committee

**From:** Yunmi Hwang, Interim CEO

### **SUMMARY**

A next step coming out of the Board Governance Steering Committee on December 14, 2023 was a review the current *Library Board Member Code of Conduct Policy*.

Library staff have reviewed several other policies that govern member conduct, and have created another option for the policy for the Committee to consider.

### **RECOMMENDATION**

That the Richmond Hill Public Library Board Governance Steering Committee:

1. Receive the current *Library Board Member Code of Conduct Policy* and an alternative *Draft Library Board Member Code of Conduct Policy* for discussion; and
2. Recommend an updated *Library Board Member Code of Conduct Policy* to the Library Board for adoption.

## **RATIONALE**

RHPL currently has a *Library Board Member Code of Conduct Policy* that was established in May of 2016 and became effective June 2016.

As part of the policy review, Library staff reviewed similar policies from other libraries, including:

- Burlington Public Library
- Oakville Public Library
- Kingston Public Library
- Calgary Public Library
- Edmonton Public Library
- Halifax Public Library
- Ottawa Public Library
- Toronto Public Library
- Georgina Public Library
- Norfolk Public Library
- Ontario Library Service's sample policy on this issue

In addition, staff also reviewed:

- City of Richmond Hill's *Council Code of Conduct*
- City of Richmond Hill's *Code of Conduct for Local Boards*

While Council has an approved *Code of Conduct for Local Boards* that may have been sent to members of the Library Board upon its adoption in April 2023, per the Richmond Hill City Clerk, it does not apply to the Library Board. The Clerk's advice is for the Library to look for guidance in similar policies from other libraries, and not the City's

Codes which are based exclusively on the Municipal Act and associated regulations, as well as the enforcement mechanisms specific to that legislation.

Most of the library policies include similar concepts and principles as RHPL's current policy. Some key differences are:

- Several of the other policies have more detailed descriptions, definitions and accountabilities compared to RHPL's policy;
- Some of the library policies and the City's Code for local boards have language on member compliance, which RHPL's current policy does not have; and
- Some policies require a signature from members at the beginning of their term.

To present an updated version for consideration, staff used the template that was created for libraries by the Ontario Library Service. The following additions were made to that template:

- Language on confidentiality of closed sessions from the current RHPL policy;
- Section on loyalty to the interests of the library, leveraging language from OLS that explains its policy template, from the Norfolk Public Library, and from the current RHPL policy; and
- Section on compliance, leveraging language from Georgina Public Library.

The alternative draft version of the policy is meant to provide the committee another option to discuss and consider as part of this policy review.

Accompanying the final policy update would be a copy to be acknowledged and signed by new Board Members upon the beginning of their new term.



## **ATTACHMENTS**

1. *Library Board Member Code of Conduct Policy – May 2016*
2. *Draft Library Board Member Code of Conduct Policy – February 2024*



## **LIBRARY BOARD MEMBER CODE OF CONDUCT POLICY**

### **1.0 PURPOSE AND SCOPE**

This policy defines the code by which Richmond Hill Public Library Board Members will conduct the business of the Board with each other, with library staff and with library partners.

### **2.0 STATEMENT OF CODE OF CONDUCT**

Board Members are expected to act in an ethical and businesslike manner. This commitment includes the proper use of authority, appropriate decorum in group and individual behavior, and respect for others and their contribution to the Richmond Hill Public Library Board.

Richmond Hill Public Library Board Members, in their role as library trustees, shall support the interest of Richmond Hill Public Library when making or influencing decisions.

Richmond Hill Public Library Board Members shall understand and follow the provincial Conflict of Interest legislation. A Richmond Hill Public Library Board Member must disclose any direct, indirect or deemed pecuniary interest prior to consideration of any matter. Once the interest is disclosed, the member is prohibited from participating in the decision-making process.

Richmond Hill Public Library Board Members have a duty to hold in strict confidence all information concerning matters dealt with in meetings closed in accordance with the *Public Libraries Act*. All information, documentation or deliberations received, reviewed or taken in closed session of the Board and its committees is confidential until the matter ceases to be confidential.

All decisions will be respected by all members of the Richmond Hill Public Library Board.

The Chair is the primary spokesperson of the Board. Any member speaking on behalf of the Board must present Board positions fairly, accurately and without bias. Board members expressing individual comments of personal opinions should clearly identify such remarks as personal and not those of the Board as a whole.

### **3.0 RELATED POLICIES**

1.0 Richmond Hill Public Library Board By-Laws (September 2020)

<b>Effective Date:</b> June 16, 2016	<b>Motion # 16:75</b>
<b>Approval Date:</b> May 19, 2016	<b>Motion # 16:62</b>
<b>Date of Creation:</b> May 19, 2016	



## **DRAFT - BOARD MEMBER CODE OF CONDUCT POLICY**

### **1.0 DUTIES OF THE ENTIRE BOARD**

The Library Board governs effectively by:

- a) setting an annual library board agenda that reflects current goals and strategic issues;
- b) working proactively and making decisions that focus on the library's future and place in the community representing the interests of the community;
- c) providing opportunities for board development and training;
- d) working effectively as a team;
- e) working collaboratively with the Library CEO and the Council;
- f) evaluating the board's performance;
- g) engaging the community in determining responsive and dynamic library service;
- h) behaving with integrity;
- i) holding all meetings in public unless closed for a special purpose within the framework of the *Public Libraries Act*.

### **2.0 DUTIES OF INDIVIDUAL BOARD MEMBERS**

The Library Board expects its members to understand the extent of their authority and to use it appropriately. This policy sets out the obligations of individual board

members. While an individual board member has several responsibilities, outside of a meeting of the library board he or she has no authority to make decisions.

- 2.1** Each board member is expected to become a productive participant in exercising the duties of the board as a whole.
- 2.2** Individual members of the Library Board are responsible for exercising a Duty of Diligence as follows:
- a) be informed of legislation under which the library exists, board bylaws, mission, vision and values;
  - b) be informed about the activities of the library and the community and issues that affect the library;
  - c) be prepared for all board meetings; and
  - d) attend board meetings regularly, contribute from personal and professional experience, and use meeting time productively
- 2.3** Individual members of the Library Board are responsible for exercising a Duty of Loyalty, as follows:
- a) adhere to the regulations of the Municipal Conflict of Interest Act. R.S.O. 1990, c. M50;
  - b) act in the interest of the library members and community over and above other interest group involvement, membership on other boards, council or personal interest;
  - c) speak with “one voice” once a decision is reached and a resolution is passed by the library board; and
  - d) represent the library positively to the community.

**2.4** Individual members of the library board are responsible for exercising a Duty of Care, as follows:

- a) promote a high level of library service;
- b) consider information gathered in preparation for decision making;
- c) offer personal perspective and opinions on issues that are subject to library board discussion and decisions;
- d) show respect for the opinions of others;
- e) assume no authority to make decisions outside of board meetings;
- f) know and respect the distinction in the roles of the library board regarding governance and the employees, management and operations;
- g) refrain from individually directing the Chief Executive Officer (CEO) and the employees;
- h) respect the confidential nature of library service to users while being aware of, and in compliance with, applicable laws governing freedom of information; and
- i) resist censorship of library materials by groups or individuals,

### **3.0 PRINCIPLES OF BOARD MEMBER CODE OF CONDUCT**

It is the duty of Library Board members to maintain high ethical standards. This commitment includes the proper use of authority, appropriate decorum in group and individual behavior and respect for others and their contributions to the Library.

### **4.0 RESPECT**

Within the framework of the legislative and policy requirements of the *Ontario Human Rights Code* and the Library's *Respect in the Workplace – Harassment & Violence*

*Policy*, members will fulfill their responsibilities in ensuring that the Library is free from discrimination and harassment. No member shall:

- a) speak disrespectfully of any member of the Board, staff or volunteers;
- b) use offensive words in meetings of the Board or against any member; or
- c) speak in a manner that is discriminatory in nature based on an individual's age, colour, ancestry, race, citizenship, ethnic origin, place of origin, creed, disability, family status, marital status, gender identity/expression, sex, or sexual orientation.

## **5.0 BOARD MEETINGS**

With the understanding that Library Board meetings are public and that their behaviour affects the image of the Library, Board members shall:

- a) not speak on any subject other than the subject in debate;
- b) not disobey the decision of the Chair of the Board on questions of order or procedure or upon the interpretation of the rules of the Board.

## **6.0 USE OF PROPERTY AND RESOURCES**

Members will only use Library facilities, equipment, supplies, services, or other resources for the business of the library.

## **7.0 PRIVACY AND CONFIDENTIAL INFORMATION**

Members will respect the privacy of others and will not disclose or release by any means to any member of the public, any confidential information acquired by virtue of their position within the library.

Members have a duty to hold in strict confidence all information concerning matters dealt with in meetings closed to the public in accordance with the *Public Libraries Act*.

All information, documentation or deliberations received, reviewed or taken in closed session of the Board and its committees is confidential until the matter ceases to be confidential.

Members will maintain this obligation even after leaving the Board.

## **8.0 CONFLICT OF INTEREST**

Within the legislative framework of the *Municipal Conflict of Interest Act*, Board members will act in the public interest and not engage in conflicts of interest, either apparent or real. The duties and responsibilities to the Library should not compete with private interests, financial or otherwise and the interests of family, friends or associated organizations.

Members will not accept payments to make referrals or to act as a paid agent before the Board or Board Committee.

## **9.0 LOYALTY**

Further to Section 2.3, divided loyalty can occur when a board member has a personal conflict between their positions on two different boards, on council, with advocacy or interest groups, or between personal beliefs and the Board's policies on a particular issue. The guiding principle in these situations is for board members to represent unconflicted commitment and govern in the best interests of the Library when making or influencing decisions.

All decisions will be respected by all members of the Richmond Hill Public Library Board.



**10.0 POLITICAL NEUTRALITY**

Members will not use Library facilities, equipment, supplies, services (including staff services) or any other resources for election campaign or campaign-related activities.

Members will not use a position of authority at the Library to compel staff or volunteers to engage in partisan political activities.

**11.0 GIFTS**

Members will not accept or provide any gift or benefit where it may be, or perceived to be, in exchange for favour or influence. Exceptions:

- Small gifts (cards or edibles, such as chocolates or cookies);
- Advertising material (calendars, scratch pads, pens, t-shirts);
- Any hospitality or gift that has a monetary value under \$100.

**12.0 COMPLIANCE**

All board members shall be aware of and comply with this policy.

Any individual, including members of the public, staff or another board member, who has reasonable grounds to believe that a board member has contravened the Code or any other Library Board policy, as well as in the event of disputes between board members that interfere with the ability of the Board to carry out its business, may proceed with a complaint and seek remedy by the process outlined in Appendix “A”.

<b>Update Date:</b> February 8, 2024	<b>Motion # 24:XX</b>
<b>Original Adoption Date:</b> June 16, 2016	<b>Motion # 16:75</b>

## **APPENDIX “A”**

Pursuant to Section 12 on “Compliance” of the Board of Conduct Policy:

Complaints must be submitted within six weeks of the matter becoming known to the individual and no more than six months after the alleged violation occurred. No action will be taken on a complaint received beyond these deadlines, with the exception to incidents concerning Conflict of Interest and the Respect in the Workplace.

Complaints are to be made in writing to any one of: the Board Chair, Vice-Chair or the Chair of the Board Governance Steering Committee.

All discussions and facilitated meetings will be conducted without prejudice, be confidential, impartial and fair. Any notes or written documentation will be handled, filed, and managed in the same manner as the minutes of In Camera Board meetings.

Recognizing that the nature of alleged violations of policy may vary from minor to major, the Board Member(s) facilitating the process shall select an appropriate approach from the following options. If the initial approach is not successful or additional information about the nature of the alleged violation becomes available, an alternative approach shall be followed:

- a) Conversational – For minor violations, a private conversation between the parties involved and the member facilitating the process may be held to reach an understanding of the situation/issue and decide on a solution/resolution;
- b) Ad Hoc Committee – For non-minor violations, an ad hoc committee shall be formed to manage the complaint process. The committee shall be comprised of

the Board Chair or Vice Chair, one City Councillor Board Member, and one Community Board Member, all of whom are not the subject of the complaint;

The steps the Ad Hoc committee will take to facilitate a solution/resolution will include, but are not limited to:

- i. Complainant(s) Explanation of the Situation/Issue: The complainant(s) shall first be provided the opportunity to explain their views of the situation/issue;
- ii. Responding Party(ies) View of the Situation/Issue: The respondent(s) shall then be given the opportunity to explain their view of the situation/issue;
- iii. Explore Possible Solutions/Resolutions;
- iv. Agree on a Solution/Resolution: The identification and agreement on a resolution may be a challenging process depending on the nature of the issue.

The solution/resolution may vary in complexity from a verbal apology to something more involved. The solution/resolution should be specific about what is to be done by whom, where and when. Timeline expectations should be included in the stated solution. The Ad Hoc Committee shall recommend its proposed resolution to the Board for approval. The ruling of the Board shall be final.

Should the Board Member refuse to abide by the ruling, the Board may agree to seek further action, which may include, but not be limited to, formal or informal censure by

the Chair, a request to Richmond Hill City Council to not renew the Member's term, or a request for the Board Member's resignation.

- c) Referral to Independent Mediator – Complaints of a serious nature may be referred to an independent mediator;
  
- d) Referral to Investigative Authority – Allegations of illegal activity shall be immediately referred to the appropriate law enforcement authorities for investigation. The Board may rule that any Member against whom such allegations are made, be requested to take a leave of absence from the Board pending completion of the investigation.



**Subject:** Richmond Hill Public Library Board By-Laws Policy Update

**For:** Approval

**Date:** March 18, 2024

**Report #:** GCSRLIB24.02

**To:** RHPL Board Governance Steering Committee

**From:** Yunmi Hwang, Interim CEO

### **SUMMARY**

RHPL currently has a *Board By-Laws Policy* that was established in November of 1994 and has had several updates over the intervening years, with the last update in November 2019.

As part of the Library's new Board Governance Steering Committee initiatives we are reviewing and updating policies as required.

### **RECOMMENDATION**

That the Richmond Hill Public Library Board Governance Steering Committee:

1. Recommend that the Board approve the termination of the Board Remote Attendance Policy from April 2022 (copy attached for reference), as it has now been merged with the attached updated Board By-Laws Policy; and

2. Recommend that the Board approve the attached updated RHPL Board By-Laws Policy.

## **RATIONALE**

We have done a comparison to the following seven (7) Ontario Public Libraries with a similar policy, and have found that we are in line with their policies.

1. Brampton Public Library
2. Hamilton Public Library
3. Kingston Public Library
4. Markham Public Library
5. Mississauga Public Library
6. Toronto Public Library
7. Vaughan Public Library

The attached updated policy includes some changes to bring the policy in line with the current Public Library Act and also to merge the Board Remote Attendance Policy into the Board By-Laws Policy

## **ATTACHMENTS**

1. *RHPL Board By-Law Policy, March 2024 – reflecting recommended updates*
2. *RHPL Board By-Law Policy, September 2020*
3. *RHPL Board Remote Attendance Policy, April 2020*



Richmond Hill Public Library Board

## LIBRARY BOARD BY-LAWS POLICY

### 1. Definitions:

In this Library Board By-laws Policy, the following terms have the corresponding meaning

- a) "Act" means the *Public Libraries Act, R.S.O. 1990, Chapter P.44*, as may be amended or superseded.
- b) "Board" means the Richmond Hill Public Library Board, which is responsible for the management and control of the Library, in accordance with the Act.
- c) "Chief Executive Officer" or "CEO" means the person appointed by the Board pursuant to Section 15(2) of the Act.
- d) "City" means The Corporation of the City of Richmond Hill
- e) "City Library By-Law" means the by-law or by-laws of the City that establish the Library and Board, as may be amended by Council.
- f) "Council" means the Council for the City.
- g) "Library" means the Richmond Hill Public Library.

### 2. The Board

#### 2.1. Establishment / History of Board

On December 23, 1852, 54 shareholders formed the Richmond Hill Public Library Association. In 1865, a Mechanics Institute was also formed and shared books

with the Library Association at a cost of twenty-five (25) cents per year. In 1870, the Mechanics Institute became the Richmond Hill District Library and was incorporated under the Provincial Statutes at that time. In 1895, under the Public Libraries Act, the Ontario Department of Education supported a Board of Management for the public lending library in Richmond Hill.

## 2.2. Title

The Library shall be under the management and control of a board, which is a corporation known in English as “The Richmond Hill Public Library Board”.

*R.S.O. Public Libraries Act, 1990, c.P.44, s.3 (3).*

## 2.3. Purpose of Board

The purpose of The Richmond Hill Public Library Board is to govern the ~~RHPLLibrary~~ in accordance with the Act.

## 2.4. Head Office

The address of the Board is: 1 Atkinson Street, Richmond Hill, Ontario, L4C 0H5, and at such other places in the City of Richmond Hill as the Board may from time to time decide.

## 2.5. Seal & Symbol

The Board shall have a corporate seal, impression of which is stamped on the margin hereof, and this seal shall be affixed under the direction of the Board to all deeds, contracts, documents or instruments requiring the same, which seal shall always be attested by the signatures of the Chair and the Chief Executive Officer of the Board, or such other member and such other officer of the Board as the Board shall direct.

The corporate seal shall be kept in the custody of the Chief Executive Officer of the Board.

**Commented [YH1]:** The use of seal or symbol is not in practice. We are advised that we may need to check with Legal about changing this if desired.



## **2.6. Composition of Board**

A public library board shall be composed of at least five members appointed by the municipal council. *R.S.O. Public Libraries Act, 2002, C.18, Sched. F, s. 3 (8)*

The maximum number of council members appointed to the Board shall be one less than a majority of the Board. *Public Libraries Act, 1990, c.P.44, s. ~~9(1)~~ 10 (2)*

[The composition of the public library Board shall be comprised of such members appointed by Richmond Hill Council in accordance with the City's By-laws.](#)

## **2.7. Qualifications**

A person is qualified to be appointed as a member of a board who is a member of the appointing council or:

- a) Is at least eighteen years old;
- b) Is a Canadian citizen, or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act* (Canada);
- c) Is a resident of the City; and
- d) Is not employed by the Board or the City.

*Public Libraries Act, 1990, c. P.44, s. 10 (1) 1; 2002, c.18, Sched. F, s. 3 (9); 2019, c.14, Sched. 12, s.1.*

## **2.8. Appointment**

The first appointments of members of a new board shall be made at a regular meeting of Council and the members shall take office as soon as possible thereafter, and thereafter appointments shall be made at the first meeting of council in each term, but if the Council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting. *Public Libraries Act, 1990, c.P.4, s.10 (4); 2002, c. 18, Sched. F, s. 3 (10).*

## **2.9. Term**

A Board member shall hold office for a term concurrent with the term of Council, or until a successor is appointed, and may be re-appointed for one or more further terms. *Public Libraries Act, 1990, c. P44, s.10 (3).*

## **2.10. Disqualification**

If a Board Member:

- a) Is convicted of an indictable offense;
- b) Becomes incapacitated;
- c) Is absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution;
- d) Ceases to be qualified for membership under clause 10 (1) (c) of the Act;  
or
- e) Otherwise forfeits his or her seat,

The Member's seat becomes vacant and the remaining Members shall forthwith declare the seat vacant and notify Council. *Public Libraries Act, 1990, c. P. 44, s.13.*

## **2.11. Vacancy**

Where a vacancy arises in the membership of a Board, Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days. *Public Libraries Act, 1990, c. P. 44, s.12.*

## **2.12. First Meeting**

The first meeting of the Board in a new term shall be called, if a by-law has been passed under subsection (2) of the Act, by the Chief Executive Officer appointed under subsection 15 (2) of the Act. *Public Libraries Act, 1990, s.14 (1). City of Richmond Hill By-Law 257-85*

### 2.13. Chair Election

The Chief Executive Officer shall call the meeting to order and conduct the election for the position of Chair.

The Board shall elect one of its members as Chair at its first meeting in a new term ~~and at the first meeting in each year of its term.~~ *Public Libraries Act, 1990, s.14 (3).*

**Commented [YH2]:** The Board could consider whether the Chair is appointed for the whole term, or part of a term. Some Library Boards choose a chair every year or every two years. Rotating Chairs is a form of engagement

### 2.14. Vice-Chair Election

The Board shall elect one of its members as Vice-Chair at its first meeting in a new term and at the first meeting in each year of its term. ~~*Public Libraries Act, 1990, s. 14 (3).*~~

**Commented [YH3]:** The reference to PLA is removed because PLA no longer requires Vice Chair. The Board may decide whether or not to keep the role of Vice Chair.

### 2.15. Acting Chair Election

In the absence of both the Chair and Vice-Chair, the Board may appoint one of its members as acting chair. *Public Libraries Act, 1990,c.P.44, s. 14 (4).*

### 2.16. Committees

The Board may establish any committees it deems necessary from time to time and establish the Terms of Reference for any such committee.

### 2.17. Board Responsibilities

The Board establishes policies to direct the operations of the Richmond Hill Public Library, in accordance with its mission.

Responsibilities of the Board:

#### Service

The Board shall determine the Library's goals and objectives and formulate a plan for meeting these goals.

The Board shall identify the library needs of the community, the requirements of the Library and relate the aforesaid to current standards.

#### Finance

The Board shall submit its annual financial statements, audited by a person in accordance with the Municipal Act, to Council annually. *Public Libraries Act, 1990, s. 24 (7)*.

The Board shall recommend to Council the Board's annual operating budget and capital forecast, as developed by the CEO and approved by the Board. *Municipal Act s. 86 and s. 68.(1) (a) (b)*.

#### Policies

The Board shall formulate and periodically review the Library's Mission Statement and written policy statements which govern the operation and [services programme](#) of the Library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

#### Legislation

Should any of the provisions of the By-laws or policies of the Board be in conflict with the provisions of any legislation, the legislation shall take precedence.

### **3. Staff**

#### **3.1. Chief Executive Officer**

The Board shall appoint a Chief Executive Officer. The Chief Executive Officer shall also be the Secretary and Treasurer of the Board. *Public Libraries Act, 1990, c.,P.44, s. 15 (2) (3) (4)\_(5). Richmond Hill Public Library Board, Motion 57:85*

The Chief Executive Officer shall have the general supervision over and direction of the operations of the public library and its staff, shall attend all board ~~and~~

~~committee~~ meetings and shall have the other powers and duties that the board assigns to him or her from time to time. *Public Libraries Act, 1990, c.P44, s. 15 (2)*.

The Chief Executive Officer is authorized to appoint an acting Chief Executive Officer, on a *pro tempore* basis.

### **3.2. Staff**

The Board may appoint and remove such employees as it considers necessary, determine the terms of their employment, fix their remuneration and prescribe their duties. *Public Libraries Act, 1990, c.P.44, s. 15 (1); 1993, c.27, [Sched.](#)*

## **4. Meetings – Dates, Times and Notifications**

### **4.1. Regular Meetings**

Following the first meeting in a new term, further regular meetings of the Board shall normally be held on the ~~fourth Tuesday~~ [third Thursday \(as per Motion 19:110 December 17, 2019 Meeting\)](#) of each month.

~~A board shall hold a least seven regular meetings in each year, for a minimum of 7 meetings per year (as per *Public Libraries Act 2019 amendment Item 16 (1) 2019, c. 14, Sched. 12, s. 2 and Motion 20:55 September 22, 2020*). The Board shall normally adopt a schedule of regular meetings before the start of a calendar year. *Public Libraries Act, 1990 c.P.44, s. 16 (1)*.~~

The Board shall recognize Canadian Statutory Holidays as the only prescribed non-Library Board meeting days. *Richmond Hill Public Library Board, Motion 05:15*

#### 4.2. Special Meetings

~~Special meetings of the Board may be called by t~~The Chair or any two members ~~of the board may summon a special meeting of the board~~ by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called. *Public Libraries Act, 1990, c. P.44 s.16 (2).*

#### 4.3. Time Limits for Meetings

Public sessions of the Board shall be concluded by 10:00 p.m. with extension by the consent of a simple majority of Members present.

#### 4.4. Notification of Meetings

The ~~Board Secretary, on behalf of the Chair and Chief Executive Officer, Chair~~ shall give notice of each regular, and special meeting, to the members and to the Chief Executive Officer. The notice shall be accompanied by the agenda and any other matter to be brought before the meeting.

The ~~Board Secretary, on behalf of the~~ Chair ~~and Chief Executive Officer,~~ shall be responsible for the preparation of the agenda. Any member wishing to place an item on the agenda may do so by making a request to the Chair or Chief Executive Officer at least one week prior to the meeting.

Notice of a regular meeting with the agenda shall be delivered electronically to each member so as to be received ~~one week before the meetings (as per motion 23:64 September 21, 2023 Meeting) not later than the day previous to the day of the meeting. Members may request that a hard copy of an agenda be available for pick up by the member at the Central Library. Every attempt will be made to provide the notice no later than 3 days prior to the day of the meeting.~~

Notice of Special Meetings with the Agenda shall be delivered electronically two each member at least 2 days before the meeting. Special meetings called to address an Emergency or time sensitive matter shall be provided as soon as possible prior to the meeting

Notice of meetings will be published on the Library’s website ~~and posted on the Notice Boards in the Central and Branch libraries at least one week prior to the meeting.~~

Lack of receipt of the notice of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereafter so long as a quorum is obtained.

**5. Meetings –Procedures**

**5.1. Open Meetings**

~~Except as provided in this section, all meetings shall be open to the public. 2002, c. 17, Sched. C, s. 24 (5) All Board meetings shall be open to the public except as provided in this section.~~

**~~4.1. Improper Conduct~~**

~~The board chair may expel any person for improper conduct at a meeting. 2002, c. 17, Sched. C, s. 24 (5)~~

**Commented [SH4]:** This should come after "Speaking to a Motion" or before 5.1

**5.2. Closed Meetings**

A meeting or part of a meeting may be closed to the public if the subject matter being considered falls into one or more of the categories set out in Section 16.1 (4) of the PLA.

A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act if the Board or Committee of the Board part thereof is designated as is the head of the institution for the purposes of that Act. ~~Municipal Act, 1990 c. M-45, s 55 (6)~~ 2002, c. 17, Sched. C, s. 24 (5)

### 5.3. Quorum

The presence of a majority of the Board is necessary for the transaction of business at a meeting. *Public Libraries Act, 1990, c. P.44, s. 16 (5)*.

Quorum includes both the physical and remote presence of a majority of the members of the Board. ~~Revised October 16, 2014~~

If a quorum is not present twenty minutes after the time fixed for the meeting, the Secretary shall record the names of the members present and the Board shall remain adjourned until the next meeting.

Should remote access connections be lost during the meeting, continuance of the meeting shall be subject to quorum. ~~Revised October 16, 2014~~

### 5.4. Record of Attendance

~~Remote attendance and participation by board member in a meeting shall be in accordance with the [Richmond Hill Public Library Board Remote Attendance Policy](#), as may be amended.~~

**Commented [SH5]:** This should be included in these rules, not a standalone policy as it pertains precisely to how meetings are conducted

Attendance of members at meetings shall be noted and recorded by the Secretary; minutes will reflect physical or remote presence. ~~Revised October 16, 2014~~

Members unable to attend a meeting should notify the Secretary or Chair at least one day prior to the meeting.

One day notice is also required if attending remotely identifying acceptable reasons for inability to physically attend such as illness, business schedule conflict, family or other emergency; and to ensure technology enabling real time participation is in place. ~~Revised October 16, 2014~~



Remote attendance will be limited to three times per year. The Board by majority vote may allow more than three based on its assessment of the special justifying circumstances or conditions. ~~Revised October 16, 2014~~

If a member is absent from the meetings of the Board for three (3) consecutive months, without authorization by Board resolution, the remaining members shall declare the seat vacant and notify Council accordingly. *Public Libraries Act, 1990 s. 13 (c)*.

#### **5.5. Conflict of Interest**

Where a member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board at which the matter is the subject of consolidation, the member:

- a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such questions.

Where the Member is absent from a meeting, he/she shall disclose any conflict of interest at the next meeting he/she attends.

All declarations of interest shall be recorded by the Secretary in the Minutes of that meeting, and, if the meeting is not open to the public, in the Minutes of the next meeting that is open to the public. *Municipal Conflict of Interest Act, 1990, Chapter M.50*

#### **5.6. Order of Business**

At all regular meetings of the Board, the order of business shall be as follows:

- [a. Call to Order](#)
- [b. Land Acknowledgement](#)
- [c. Regrets](#)
- [d. Adoption of Agenda](#)
- [e. Declaration of Conflicts of Interest](#)
  
- [f. Delegations](#)
- [g. Approval of Consent Agenda Items](#)
- [h. Adoption of Minutes](#)
- [i. Presentations](#)
- [j. Staff Reports](#)
- [k. Closed Meeting \(if required\)](#)
- [l. New Business](#)
- [m. Date of Next Meeting](#)
- [n. Adjournment](#)

The Board may suspend or vary the order of business outlined by a majority vote of the members present.

#### **5.7. Delegations**

Any person wishing to appear before the Board shall advise the Chief Executive Office or Chair one week before the meeting. The request to appear before the Board shall be in writing and shall state the nature of the matter to be presented and the name of the spokesperson. No delegation may speak on the matter for more than a total of five minutes, exclusive of the time required to answer questions posed by the Board, except that a group of persons may have more than one spokesperson provided that the total length of time is not more than ten minutes, exclusive of the time required to answer questions put to them by the Board. [Town of Richmond Hill Procedural By Law No. 65-91, s. 16.](#)

## 5.8. Minutes of Meetings

Minutes of every Board meeting will be recorded by the Secretary. *Public Libraries Act, 1990 s. 15 (3) (b).*

Minutes of the Board ~~and Committee~~ meetings shall be ~~reviewed approved~~ at the next regular meeting of the Board for any errors or omissions.

Copies of Board Adopted minutes are accessible online.

Through a motion made while in regular session, the Board may declare that In-Camera minutes are not to become part of the public record. If such a motion is passed, the minutes, once approved, will be returned to the Board Secretary by each member for destruction.

Where minutes are to be excluded from the official minutes, the original minutes and approved minutes are separated from the regular Board minutes and kept in a locked cabinet within the CEO/Secretary-Treasurer's permanent files. Neither staff nor the public is permitted to review them and they do not become part of the public record.

## 5.9. Presiding Officer

The Chair will preside at all Board Meetings, maintain order, decide whether motions are in order, and rule on all procedural matters.

If the Chair is not present at the time for the meeting to begin, the Vice-Chair will call the meeting to order and will preside for that meeting or until the Chair arrives.

If both the Chair and Vice-Chair are not present within fifteen minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside for the election of an Acting Chair. While presiding, the Acting Chair will have all the Chair's rights duties and responsibilities.

### 5.10. Voting

Each member present shall vote on every motion unless the member is disqualified to vote by reason of a conflict of interest or other statutory qualification. Notwithstanding the foregoing, where a member fails or refuses to vote on a motion, then such member shall be deemed to be voting in the negative.

Votes shall be taken by a show of hands and any member may request a recorded vote immediately prior to or immediately subsequent to the taking of the vote and the Secretary shall record each vote. *Municipal Act, 1990, chap. M45, s. 61. (1).*

The Chair, Vice-Chair or the Acting Chair of the Board ~~shall~~may vote with the other members of the Board upon all ~~motions questions, and any question on which there is an equality of votes shall be deemed to be negative.~~ *Public Libraries Act, 1990, c. P.44., s. 16 (6).*

~~Any motion on which there is an equality of votes shall be deemed to be decided in the negative. *Public Libraries Act, 1990, s. 16 (6).*~~

### 5.11. Motions - General

All decisions of the Board on any matter will be made on the basis of votes on motions. All motions must be moved and seconded before any debate or vote can occur.

One or more Staff Reports on the agenda may be adopted in a single motion, as per the Consent Agenda, unless a specific Staff Report requires direction of the Board. The Secretary will note Consent Agenda in the minutes if the Board has adopted one or more Staff Reports in a single motion.

Once moved and seconded, a motion is in the hands of the Board. The mover of a motion may withdraw the motion prior to any vote unless another member objects to the withdrawal.

## **5.12. Procedural Motions**

All procedural motions that have been moved and seconded will be voted on before any vote of a main motion. The following procedural motions and associated rules shall be observed:

a) Motion to Amend

All motions can be amended. A proposed amendment must be closely related to the motion under consideration and cannot propose to do the opposite thing. Only one amendment shall be considered at any time.

b) Motion to Refer

Any motion or matter on the agenda may be referred to a committee of the Board or Staff by means of a Motion to Refer. The motion must indicate the committee or Staff to whom the matter has been referred. The motion may provide direction on the time and date when matter is to be brought back for the Board's consideration.

A Motion to Refer can only be debated as to the advisability of referring the matter, or to the time and date as to when the matter is to be brought back to the Board.

c) Motion to Defer

Any motion or matter on the agenda may be deferred to a future meeting of the Board by means of a Motion to Defer. The motion must provide direction as to the time and date when matter is to be brought back for the Board's consideration.

A Motion to Defer can only be debated as to the advisability of deferring the matter, or to the time and date as to when the matter is to be brought back to the Board.

d) Motion to Adjourn

Any member may move to adjourn a meeting. If the motion to adjourn is seconded it shall be put to a vote. If the motion to adjourn is passed, any unfinished business shall be included on the next agenda.

**5.13. Speaking to a Motion**

A member may speak to any motion unless prevented by law such as having declared a conflict of interest. Before speaking a member shall be given the floor by the Chair. Members will generally only speak twice to a motion and for no more than 5 minutes each time. Unless authorized by the Chair, a member may only speak once to a procedural motion and generally for no more than 3 minutes.

**5.14. Improper Conduct**

The board chair may expel any person for improper conduct at a meeting. 2002, c. 17, Sched. C, s. 24 (5)

**5.14.5.15. By-laws and Policies**

Unless otherwise required by the Act or any applicable law or By-law, the Board may adopt or amend any By-law or Policy in a single motion at the same meeting at which the matter has been introduced.

**5.15.5.16. Robert's Rules of Order**

Except as set out here-in, all meetings will be conducted in accordance with Robert's Rules of Order.

<b>Dates</b>	<b>Motion #</b>
<b>Approval Date:</b> September 22, 2020	Motion #: 20:49
<b>Date of Last Revision:</b> October 16, 2014	Motion #: 14:97



## LIBRARY BOARD BY-LAWS POLICY

### 1. Definitions:

In this Library Board By-laws Policy, the following terms have the corresponding meaning

- a) “Act” means the *Public Libraries Act, R.S.O. 1990, Chapter P.44*, as may be amended or superseded.
- b) “Board” means the Richmond Hill Public Library Board, which is responsible for the management and control of the Library, in accordance with the Act.
- c) “Chief Executive Officer” or “CEO” means the person appointed by the Board pursuant to Section 15(2) of the Act.
- d) “City” means The Corporation of the City of Richmond Hill
- e) “City Library By-Law” means the by-law or by-laws of the City that establish the Library and Board, as may be amended by Council.
- f) “Council” means the Council for the City.
- g) “Library” means the Richmond Hill Public Library.

### 2. The Board

#### 2.1. Establishment / History of Board

On December 23, 1852, 54 shareholders formed the Richmond Hill Public Library Association. In 1865, a Mechanics Institute was also formed and shared books with the Library Association at a cost of twenty-five (25) cents per year. In 1870, the Mechanics Institute became the Richmond Hill District Library and was incorporated under the Provincial Statues at that time. In 1895, under the Public



Libraries Act, the Ontario Department of Education supported a Board of Management for the public lending library in Richmond Hill.

## **2.2. Title**

The Library shall be under the management and control of a board, which is a corporation known in English as “The Richmond Hill Public Library Board”.

*R.S.O. Public Libraries Act, 1990, c.P.44, s.3 (3).*

## **2.3. Purpose of Board**

The purpose of The Richmond Hill Public Library Board is to govern the RHPL in accordance with the Act.

## **2.4. Head Office**

The address of the Board is: 1 Atkinson Street, Richmond Hill, Ontario, L4C 0H5, and at such other places in the City of Richmond Hill as the Board may from time to time decide.

## **2.5. Seal & Symbol**

The Board shall have a corporate seal, impression of which is stamped on the margin hereof, and this seal shall be affixed under the direction of the Board to all deeds, contracts, documents or instruments requiring the same, which seal shall always be attested by the signatures of the Chair and the Chief Executive Officer of the Board, or such other member and such other officer of the Board as the Board shall direct.

The corporate seal shall be kept in the custody of the Chief Executive Officer of the Board.

## **2.6. Composition of Board**

A public library board shall be composed of at least five members appointed by the municipal council. *R.S.O. Public Libraries Act, 2002, C.18, Sched. F, s. 3 (8)*

The maximum number of council members appointed to the Board shall be one less than a majority of the Board. *Public Libraries Act, 1990, s. 9 (1)*

## **2.7. Qualifications**

A person is qualified to be appointed as a member of a board who is a member of the appointing council or:

- a) Is at least eighteen years old;
- b) Is a Canadian citizen, or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act (Canada)*;
- c) Is a resident of the City; and
- d) Is not employed by the Board or the City.

*Public Libraries Act, 1990, c. P.44, s. 10 (1) 1; 2002, c.18, Sched. F, s. 3 (9); 2019, c.14, Sched. 12, s.1.*

## **2.8. Appointment**

The first appointments of members of a new board shall be made at a regular meeting of Council and the members shall take office as soon as possible thereafter, and thereafter appointments shall be made at the first meeting of council in each term, but if the Council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting. *Public Libraries Act, 1990, c.P.4, s.10 (4); 2002, c. 18, Sched. F, s. 3 (10).*

## **2.9. Term**

A Board member shall hold office for a term concurrent with the term of Council, or until a successor is appointed, and may be re-appointed for one or more further terms. *Public Libraries Act, 1990, c. P44, s.10 (3).*

## 2.10. Disqualification

If a Board Member:

- a) Is convicted of an indictable offense;
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- d) Ceases to be qualified for membership under clause 10 (1) (c) of the Act;  
or
- e) Otherwise forfeits his or her seat,

The Member's seat becomes vacant and the remaining Members shall forthwith declare the seat vacant and notify Council. *Public Libraries Act, 1990, c. P. 44, s.13.*

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Where a vacancy arises in the membership of a Board, Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days. *Public Libraries Act, 1990, c. P. 44, s.12.*

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The first meeting of the Board in a new term shall be called, if a by-law has been passed under subsection (2) of the Act, by the Chief Executive Officer appointed under subsection 15 (2) of the Act. *Public Libraries Act, 1990, s.14 (1). City of Richmond Hill By-Law 257-85*

## 2.13. Chair Election

The Chief Executive Officer shall call the meeting to order and conduct the election for the position of Chair.

The Board shall elect one of its members as Chair at its first meeting in a new term and at the first meeting in each year of its term. *Public Libraries Act, 1990, s.14 (3)*.

**2.14. Vice-Chair Election**

The Board shall elect one of its members as Vice-Chair at its first meeting in a new term and at the first meeting in each year of its term. *Public Libraries Act, 1990, s. 14 (3)*.

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The Board shall determine the Library's goals and objectives and formulate a plan for meeting these goals.

The Board shall identify the library needs of the community, the requirements of the Library and relate the aforesaid to current standards.

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The Board shall submit its annual financial statements, audited by a person in accordance with the Municipal Act, to Council annually. *Public Libraries Act, 1990, s. 24 (7).*

The Board shall recommend to Council the Board's annual operating budget and capital forecast, as developed by the CEO and approved by the Board. *Municipal Act s. 86 and s. 68.(1) (a) (b).*

### Policies

The Board shall formulate and periodically review the Library's Mission Statement and written policy statements which govern the operation and programme of the Library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

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The Board shall appoint a Chief Executive Officer. The Chief Executive Officer shall also be the Secretary and Treasurer of the Board. *Public Libraries Act, 1990, c.,P.44, s. 15 (2) (3) (4)(5). Richmond Hill Public Library Board, Motion 57:85*

The Chief Executive Officer shall have the general supervision over and direction of the operations of the public library and its staff, shall attend all board and committee meetings and shall have the other powers and duties that the board assigns to him or her from time to time. *Public Libraries Act, 1990, c.P44, s. 15 (2).*

The Chief Executive Officer is authorized to appoint an acting Chief Executive Officer, on a *pro tempore* basis.

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Following the first meeting in a new term, further regular meetings of the Board shall normally be held on the fourth Tuesday (as per Motion 19:110 December 17, 2019 Meeting) of each month, for a minimum of 7 meetings per year (as per *Public Libraries Act 2019 amendment Item 16 (1) 2019, c.14, Sched. 12, s. 2 and Motion 20:55 September 22, 2020*). The Board shall normally adopt a schedule of regular meetings before the start of a calendar year. *Public Libraries Act, 1990c.P.44, s. 16 (1).*

The Board shall recognize Canadian Statutory Holidays as the only prescribed non-Library Board meeting days. *Richmond Hill Public Library Board, Motion 05:15*

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The Chair shall give notice of each regular, and special meeting, to the members and to the Chief Executive Officer. The notice shall be accompanied by the agenda and any other matter to be brought before the meeting.

The Chair and Chief Executive Officer shall be responsible for the preparation of the agenda. Any member wishing to place an item on the agenda may do so by making a request to the Chair or Chief Executive Officer at least one week prior to the meeting.

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A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act if the Board or part thereof is designated as head of the institution for the purposes of that Act. *Municipal Act, 1990 c. M.45, s 55 (6)*

## **5.3. Quorum**

The presence of a majority of the Board is necessary for the transaction of business at a meeting. *Public Libraries Act, 1990,c.P.44, s. 16 (5).*

Quorum includes both the physical and remote presence of a majority of the members of the Board. *Revised October 16, 2014*

If a quorum is not present twenty minutes after the time fixed for the meeting, the Secretary shall record the names of the members present and the Board shall remain adjourned until the next meeting.

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Members unable to attend a meeting should notify the Secretary or Chair at least one day prior to the meeting.

One day notice is also required if attending remotely identifying acceptable reasons for inability to physically attend such as illness, business schedule conflict, family or other emergency; and to ensure technology enabling real time participation is in place. *Revised October 16, 2014*

Remote attendance will be limited to three times per year. The Board by majority vote may allow more than three based on its assessment of the special justifying circumstances or conditions. *Revised October 16, 2014*

If a member is absent from the meetings of the Board for three (3) consecutive months, without authorization by Board resolution, the remaining members shall declare the seat vacant and notify Council accordingly. *Public Libraries Act, 1990 s. 13 (c).*

#### **5.5. Conflict of Interest**

Where a member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board at which the matter is the subject of consolidation, the member:

- a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such questions.

Where the Member is absent from a meeting, he/she shall disclose any conflict of interest at the next meeting he/she attends.

All declarations of interest shall be recorded by the Secretary in the Minutes of that meeting, and, if the meeting is not open to the public, in the Minutes of the next meeting that is open to the public. *Municipal Conflict of Interest Act, 1990, Chapter M.50*

## **5.6. Order of Business**

At all regular meetings of the Board, the order of business shall be as follows:

- a. Declaration of Conflicts of Interest
- b. Delegations
- c. Adoption of Minutes
- d. Staff Reports
- e. Closed Meeting (if required)
- f. New Business
- g. Date of Next Meeting
- h. Adjournment

The Board may suspend or vary the order of business outlined by a majority vote of the members present.

## **5.7. Delegations**

Any person wishing to appear before the Board shall advise the Chief Executive Office or Chair one week before the meeting. The request to appear before the Board shall be in writing and shall state the nature of the matter to be presented and the name of the spokesperson. No delegation may speak on the matter for more than a total of five minutes, exclusive of the time required to answer questions posed by the Board, except that a group of persons may have more than one spokesperson provided that the total length of time is not more than ten minutes, exclusive of the time required to answer questions put to them by the Board. *Town of Richmond Hill Procedural By-Law No. 65-91, s. 16.*

## **5.8. Minutes of Meetings**

Minutes of every Board meeting will be recorded by the Secretary. *Public Libraries Act, 1990 s. 15 (3) (b)*.

Minutes of the Board and Committee meetings shall be approved at the next regular meeting of the Board for any errors or omissions.

Copies of Board Adopted minutes are accessible online.

## **5.9. Presiding Officer**

The Chair will preside at all Board Meetings, maintain order, decide whether motions are in order, and rule on all procedural matters.

If the Chair is not present at the time for the meeting to begin, the Vice-Chair will call the meeting to order and will preside for that meeting or until the Chair arrives.

If both the Chair and Vice-Chair are not present with fifteen minutes after the time for the meeting to Begin, the Secretary will call the meeting to order and will preside for the election of an Acting Chair. While presiding, the Acting Chair will have all the Chair's rights duties and responsibilities.

## **5.10. Voting**

Each member present shall vote on every motion unless the member is disqualified to vote by reason of a conflict of interest or other statutory qualification. Notwithstanding the foregoing, where a member fails or refuses to vote on a motion, then such member shall be deemed to be voting in the negative.

Votes shall be taken by a show of hands and any member may request a recorded vote immediately prior to or immediately subsequent to the taking of the

vote and the Secretary shall record each vote. *Municipal Act, 1990, chap. M45, s. 61. (1).*

The Chair, Vice-Chair or the Acting Chair of the Board shall vote with the other members of the Board upon all motions. *Public Libraries Act, 1990. s. 16 (6).*

Any motion on which there is an equality of votes shall be deemed to be decided in the negative. *Public Libraries Act, 1990. s. 16 (6).*

### **5.11. Motions - General**

All decisions of the Board on any matter will be made on the basis of votes on motions. All motions must be moved and seconded before any debate or vote can occur.

One or more Staff Reports on the agenda may be adopted in a single motion, unless a specific Staff Report requires direction of the Board. The Secretary will note in the minutes if the Board has adopted one or more Staff Reports in a single motion.

Once moved and seconded, a motion is in the hands of the Board. The mover of a motion may withdraw the motion prior to any vote unless another member objects to the withdrawal.

### **5.12. Procedural Motions**

All procedural motions that have been moved and seconded will be voted on before any vote of a main motion. The following procedural motions and associated rules shall be observed:

#### **a) Motion to Amend**

All motions can be amended. A proposed amendment must be closely related to the motion under consideration and cannot propose to do the opposite thing. Only one amendment shall be considered at any time.

b) Motion to Refer

Any motion or matter on the agenda may be referred to a committee of the Board or Staff by means of a Motion to Refer. The motion must indicate the committee or Staff to whom the matter has been referred. The motion may provide direction on the time and date when matter is to be brought back for the Board's consideration.

A Motion to Refer can only be debated as to the advisability of referring the matter, or to the time and date as to when the matter is to be brought back to the Board

c) Motion to Defer

Any motion or matter on the agenda may be deferred to a future meeting of the Board by means of a Motion to Defer. The motion must provide direction as to the time and date when matter is to be brought back for the Board's consideration.

A Motion to Defer can only be debated as to the advisability of deferring the matter, or to the time and date as to when the matter is to be brought back to the Board.

d) Motion to Adjourn

Any member may move to adjourn a meeting. If the motion to adjourn is seconded it shall be put to a vote. If the motion to adjourn is passed, any unfinished business shall be included on the next agenda.

**5.13. Speaking to a Motion**

A member may speak to any motion unless prevented by law such as having declared a conflict of interest. Before speaking a member shall be given the floor by the Chair. Members will generally only speak twice to a motion and for no more than 5 minutes each time. Unless authorized by the Chair, a member may

only speak once to a procedural motion and generally for no more than 3 minutes.

#### **5.14. By-laws and Policies**

Unless otherwise required by the Act or any applicable law or By-law, the Board may adopt or amend any By-law or Policy in a single motion at the same meeting at which the matter has been introduced.

#### **5.15. Robert’s Rules of Order**

Except as set out here-in, all meetings will be conducted in accordance with Robert's Rules of Order.

<b>Dates</b>	<b>Motion #</b>
<b>Approval Date:</b> September 22, 2020	Motion #: 20:49
<b>Date of Last Revision:</b> October 16, 2014	Motion #: 14:97



## **LIBRARY BOARD REMOTE ATTENDANCE POLICY**

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### **1.0 PURPOSE**

The purpose of this policy is to provide the guidelines by which Richmond Hill Public Library Board members may participate remotely in Board meetings.

### **2.0 POLICY PRINCIPLES**

The Richmond Hill Public Library Board recognizes that enabling remote attendance at meetings supports attracting and retaining a diverse set of Board members that are representative of the community, and that remote meetings can achieve successful outcomes.

Remote attendance offers an accessible way for members who physically cannot attend meetings to continue to participate, including meeting the spirit and intent of Ontario's Accessibility for Ontarians with Disabilities Act; offers practical convenience for members with busy or competing schedules to participate; and enables an efficient use of Library personnel time and resources.

The Board also acknowledges that there are times when in-person presence at meetings may be more productive. In-person attendance may enable richer participation and discussion on complex matters; support relationship development between and across Board members, staff, and the community; and would help the Board understand project work or outcomes that are best seen in person.

### **3.0 POLICY**

Remote attendance at Board meetings is permissible with the following caveats:

- i. Quorum includes both in-person and remote presence of a majority of the members of the Board;
- ii. Should remote access connections be lost during the meeting, continuance of the meeting will be subject to quorum;

- iii. Remote attendance will be held through a virtual platform, such as Zoom or Teams, rather than telephone phone;
- iv. Members will identify acceptable reasons for inability to attend meetings that are designated as needing to be in-person, such as accessibility issues, illness, business schedule conflict, family or other emergency;
- v. Minutes will reflect physical or remote attendance;

**4.0 RELATED POLICIES**

1.0 Richmond Hill Public Library Board By-laws

<b>Approval Date:</b> April 26, 2022	<b>Motion # 22:19</b>
<b>Date of Creation:</b> October 16 2014	<b>Motion # 14:97</b>





**Subject:** Richmond Hill Public Library Board Self-Assessment Pilot Program

**For:** Discussion

**Date:** March 18, 2024

**Report #:** GCSRLIB24.03

**To:** Richmond Hill Public Library Board Governance Steering Committee

**From:** Yunmi Hwang, Interim CEO

**SUMMARY**

A next step coming out of the Board Governance Steering Committee on December 14, 2023 was to review and discuss the implementation of a new self-assessment program for the Board.

This program aims to adopt a good governance practice that reinforces the Board's commitment to continuously improving its performance and to identify areas where improvement may be needed. Further, the committee discussed at its previous meeting that the program's findings could be used to provide insights that would enable the committee to prioritize its work.

As this is the first time the Library Board would be running a self-assessment, a recommended approach is for the Board to test it annually through the remainder of

the current term; after the pilot program, the committee can determine its value and determine whether to consider as part of its ongoing Board work.

## **RECOMMENDATION**

That the Richmond Hill Public Library Board Governance Steering Committee:

1. Receive the Institute of Corporate Directors' *Board Self-Evaluation Questionnaire* and accompanying *User Guidelines* for discussion; and
2. Propose that the Library Board adopt an annual Board Self-Assessment Pilot Program that will help the Board continually improve its effectiveness.

## **RATIONALE**

A well-functioning board benefits the entire organization and community. It is also recognized that adopting a Board Self-Assessment program is considered a best practice in governance. It allows the board to step back annually to focus its attention on how the board, as a whole and as individuals, is operating and how its effectiveness can be improved.

Key areas for discussion:

1. Which tool to use;
2. Timeline of the program;
3. How to facilitate the questionnaire and responses;

### **Which tool to use**

There are many self-assessment tools for this purpose. While they differ in length, detail, or format, many of these tools probe similar areas of responsibilities of the board.

The tools that were reviewed include:

- *Board Self-Evaluation Questionnaire* by the Institute of Corporate Directors (ICD) through its Not-For-Profit Resource Centre;
- *Board Performance Evaluation Form* by Ottawa Public Library (OPL);
- *Board Self Assessment Tool* by McKinsey & Company;
- *Board Self-Evaluation Questionnaire* by GoodGovernance;
- *Nonprofit Board Self-Assessment Questionnaire* by New Hampshire Centre for Nonprofits; and
- *Board Self-Assessment Tool* by Ontario Organizational Development Program for the AIDS service organization sector.

The recommendation is for the committee to consider using the attached ICD questionnaire as a base for assessment, considering its simplicity and credibility. The committee can then remove items it deems less relevant, and add specific lines of questioning that it feels are important to libraries or to their current experience on the Board. Suggestions for additional questions that can be added into the survey include:

- Understanding of the Ontario Public Libraries Act;
- Adequate financial literacy to approve operating and capital budgets;
- Assessing potential sources of risk and mitigation plans; and
- Understanding the role members can play in enhancing the Library’s relationship with the community.

In addition, in the first year of a new Board term, it is recommended to probe into board members’ satisfaction with the onboarding process.

**Timeline of the program**

Below is a timeline for the committee to consider:

- February 15<sup>th</sup> - Propose the adoption of a self-assessment pilot program and tool to the Library Board;
- February 26<sup>th</sup> - Launch the questionnaire to Board members;
- March 11<sup>th</sup> – Questionnaires due back;
- April 8<sup>th</sup> – Insights developed from questionnaire results;
- April 25<sup>th</sup> – Review insights at the Board Governance Steering Committee meeting to identify work plan priorities;
- June 20<sup>th</sup> – Present the findings and the priorities to the Board.

The recommendation is to run this program as a pilot for the remainder of this Board term, to determine whether to it should adopted as part of ongoing Board activities.

### **How to facilitate the questionnaire and responses**

Once a tool has been established by the Board, deploying it will require some technical work but should not be difficult. As with any tool, its power lays in the insights that it draws through the interpretation of the responses, and the conversation that it then creates to support meaningful discussion and decision-making.

Some options to consider for implementing this work include:

- The Board Chair and CEO or designate, with other staff expertise as needed; or
- A member of the Board Governance Steering Committee and the Governance Coordinator, with other staff expertise as needed.

One consideration for the committee to consider is whether the results and ensuing process should be treated as confidential and in-camera or whether they should be public.

## **ATTACHMENTS**

1. Institute of Corporate Directors' *Board Self-Evaluation Questionnaire*
2. Institute of Corporate Directors' *Board Self-Evaluation Questionnaire User Guidelines*



# Board Self-Evaluation Questionnaire

## A TOOL FOR IMPROVING THE GOVERNANCE PRACTICES OF NON-PROFIT ORGANIZATIONS

BY E. GRANT MACDONALD

All board members should answer all the questions. When completed individually the results of Sections A, B and C should be compiled, shared and discussed by the whole board to determine an average group answer to each question and an overall section rating. Section D should be answered by board members alone but not shared with the group. Sections A, B and C should also be completed by the **CEO**. This questionnaire also includes Section E, which provides feedback to the Chair of the Board.

*Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).*

### A. HOW WELL HAS THE BOARD DONE ITS JOB?

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| 1. Our organization operates with a strategic plan or a set of measurable goals and priorities.  | 1 | 2 | 3 | 4 | 5 |
| 2. The board's regular meeting agenda items reflects our strategic plan or priorities.   | 1 | 2 | 3 | 4 | 5 |
| 3. The board has created or reviewed, in this period, some key governance job descriptions (e.g. board chair, directors and committee chairs). | 1 | 2 | 3 | 4 | 5 |
| 4. The board gives direction to staff on how to achieve the goals by setting, referring to, or revising policies.                              | 1 | 2 | 3 | 4 | 5 |
| 5. The board has identified and reviewed the organization's relationship with each of its key stakeholders.                                    | 1 | 2 | 3 | 4 | 5 |
| 6. The board has ensured that the organization's accomplishments and challenges have been communicated to key stakeholders.                    | 1 | 2 | 3 | 4 | 5 |
| 7. The board has ensured that stakeholders have received reports on how our organization has used its financial and human resources.           | 1 | 2 | 3 | 4 | 5 |
| 8. Looking at my answers for this section, how might the board do its job better?  |   |   |   |   |   |

*My overall rating (add together the total of the numbers circled):*

Excellent (28-35)    Satisfactory (19-27)    Poor (7-18)

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## B. HOW WELL HAS THE BOARD CONDUCTED ITSELF?

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- |   |   |   |   |   |   |
|---|---|---|---|---|---|
| 1. As board members we are aware of what is expected of us.   | 1 | 2 | 3 | 4 | 5 |
| 2. The agenda of board meetings are well planned so that we are able to get through all necessary board business.           | 1 | 2 | 3 | 4 | 5 |
| 3. It seems like most board members come to meetings prepared.  | 1 | 2 | 3 | 4 | 5 |
| 4. We receive written reports to the board in advance of our meetings and with enough time to review.                       | 1 | 2 | 3 | 4 | 5 |
| 5. All board members participate in important board discussions.  | 1 | 2 | 3 | 4 | 5 |
| 6. We do a good job encouraging and dealing with different points of view.  | 1 | 2 | 3 | 4 | 5 |
| 7. We all support the decisions we make.  | 1 | 2 | 3 | 4 | 5 |
| 8. The board assesses its composition and strengths in advance of recruiting new board members.                             | 1 | 2 | 3 | 4 | 5 |
| 9. The board assumes much of the responsibility for director recruitment and orientation.                                   | 1 | 2 | 3 | 4 | 5 |
| 10. Board members have some interaction with external stakeholders at board meetings (e.g.. as guests) or between meetings. | 1 | 2 | 3 | 4 | 5 |
| 11. Our board meetings are always interesting.  | 1 | 2 | 3 | 4 | 5 |
| 12. Our board meetings are frequently fun.  | 1 | 2 | 3 | 4 | 5 |
| 13. Looking at my answers for this section, how might the board do its job better?  |   |   |   |   |   |

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My overall rating (add together the total of the numbers circled):

- Excellent (60- 50)    Satisfactory (49-35)    Poor (34-12)

### C. BOARD'S RELATIONSHIP WITH CEO

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| 1. There is a clear understanding on most matters where the board's role ends and the CEO's begins.  | 1 | 2 | 3 | 4 | 5 |
| 2. There is good two-way communication between the board and the CEO.  | 1 | 2 | 3 | 4 | 5 |
| 3. The board trusts the judgment of the CEO.   | 1 | 2 | 3 | 4 | 5 |
| 4. The board provides direction to the CEO by setting and reviewing policies.  | 1 | 2 | 3 | 4 | 5 |
| 5. The board has discussed and communicated the kinds of information and level of detail it requires from the executive director.            | 1 | 2 | 3 | 4 | 5 |
| 6. The board has developed formal criteria and a process for evaluating the CEO.   | 1 | 2 | 3 | 4 | 5 |
| 7. The board, or a committee of the board, has formally evaluated the CEO within the past 12 month.  | 1 | 2 | 3 | 4 | 5 |
| 8. The board evaluates the CEO primarily on the accomplishment of the organization's strategic goals and priorities and adherence to policy. | 1 | 2 | 3 | 4 | 5 |
| 9. The board provides feedback and shows its appreciation to the CEO on a regular basis.   | 1 | 2 | 3 | 4 | 5 |
| 10. The board ensures that the CEO is able to take advantage of professional development opportunities.                                      | 1 | 2 | 3 | 4 | 5 |
| 11. Looking at my answers for this section, how might the board do its job better?   |   |   |   |   |   |

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My overall rating (add together the total of the numbers circled):

- Excellent (40+)    Satisfactory (28-39)    Poor (11-27)



## D. MY PERFORMANCE AS AN INDIVIDUAL BOARD MEMBER (NOT TO BE SHARED)

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- |   |   |   |   |   |   |
|---|---|---|---|---|---|
| 1. I am aware of what is expected of me as a board member.  | 1 | 2 | 3 | 4 | 5 |
| 2. I have a good record of meeting attendance.  | 1 | 2 | 3 | 4 | 5 |
| 3. I read the minutes, reports and other materials in advance of our board meetings.                          | 1 | 2 | 3 | 4 | 5 |
| 4. I am familiar with what is in the organization's by-laws and governing policies.                           | 1 | 2 | 3 | 4 | 5 |
| 5. I frequently encourage other board members to express their opinions at board meetings.                    | 1 | 2 | 3 | 4 | 5 |
| 6. I am encouraged by other board members to express my opinions at board meetings.                           | 1 | 2 | 3 | 4 | 5 |
| 7. I am a good listener at board meetings.  | 1 | 2 | 3 | 4 | 5 |
| 8. I follow through on things I have said I would do.   | 1 | 2 | 3 | 4 | 5 |
| 9. I maintain the confidentiality of all board decisions.   | 1 | 2 | 3 | 4 | 5 |
| 10. When I have a different opinion than the majority, I raise it.  | 1 | 2 | 3 | 4 | 5 |
| 11. I support board decisions once they are made even if I do not agree with them.                            | 1 | 2 | 3 | 4 | 5 |
| 12. I promote the work of our organization in the community whenever I have a chance to do so.                | 1 | 2 | 3 | 4 | 5 |
| 13. I stay informed about issues relevant to our mission and bring information to the attention of the board. | 1 | 2 | 3 | 4 | 5 |
| 14. What additional information or skills do I need to be a better board member?                              |   |   |   |   |   |

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My overall rating (add together the total of the numbers circled):

- Excellent (40+)    Satisfactory (28-39)    Poor (11-27)

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## E. FEEDBACK TO THE CHAIR OF THE BOARD (OPTIONAL)

Circle the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| 1. The chair is well prepared for board meetings.  | 1 | 2 | 3 | 4 | 5 |
| 2. The chair helps the board stick to the agenda.  | 1 | 2 | 3 | 4 | 5 |
| 3. The chair tries hard to ensure that every board member has an opportunity to be heard.                    | 1 | 2 | 3 | 4 | 5 |
| 4. The chair is skilled at managing different points of view.  | 1 | 2 | 3 | 4 | 5 |
| 5. The chair demonstrates versatility in facilitating board discussions.                                     | 1 | 2 | 3 | 4 | 5 |
| 6. The chair knows how to be direct with an individual board member when their behaviour needs to change.    | 1 | 2 | 3 | 4 | 5 |
| 7. The chair helps the board work well together.   | 1 | 2 | 3 | 4 | 5 |
| 8. The chair demonstrates good listening skills.   | 1 | 2 | 3 | 4 | 5 |
| 9. The board supports the chair.   | 1 | 2 | 3 | 4 | 5 |
| 10. The chair is effective in delegating responsibility amongst board members.                               | 1 | 2 | 3 | 4 | 5 |
| 11. The chair ensures the board is aware of his/her organizational activities outside of our board meetings. | 1 | 2 | 3 | 4 | 5 |

My overall rating (add together the total of the numbers circled):

- Excellent (40+)    Satisfactory (28-39)    Poor (11-27)

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This publication is adapted for ICD by the author. A similar version is on his website [www.governinggood.ca](http://www.governinggood.ca) and was previously found on the website of the Dalhousie University College of Continuing Education.

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# Board Self-Evaluation Questionnaire

## A TOOL FOR IMPROVING THE GOVERNANCE PRACTICES OF NON-PROFIT ORGANIZATIONS

BY E. GRANT MACDONALD

### USER GUIDELINES

#### GUIDELINES ON HOW BEST TO USE THIS TOOL

- ┆ This tool is designed to be used as an annual board evaluation. It seeks to help a board answer the question: *what are we as a board doing well now and what can we do better?*
- ┆ The tool is designed for organizations large enough to employ staff, and those with someone in a CEO role. The concept though, and many of the questions too, may also be of value to volunteer-managed organizations.
- ┆ The questions in each section are examples. They are based on ideas from a wide range of sources on the topic of non-profit boards. Your board may choose to use some of these but not all and may have some of your own. Some reviewers of the tool suggest that asking fewer questions under each heading may make for a friendlier exercise, at least when starting out. Other suggestions include replacing some of the ratings question with a question that requires a **narrative or written response** such as "What is one thing the board/you/I can do better to improve in this area?" These are all good ideas.
- ┆ Section D on the **Performance of Individual Directors** provides an opportunity for board members to personally reflect on their own performance. This portion of the questionnaire, once completed, should be retained by each board member and may remain confidential. Board members may feel comfortable sharing their overall rating from section D or they may wish to share one of the criteria identified that they most want to improve upon.
- ┆ Section E seeks to provide **Feedback to the Chair of the Board**. This page, once completed may be separated from the others, collected, and passed to the chair. This section is optional; the chair may wish to conduct a separate process for soliciting advice and feedback at another time.
- ┆ The rating scale at the bottom of each page ("My Overall Rating") asks that board members add up the total of the numbers circled on the page. This number is intended as a **rough interpretation of the results of each section**. The range of numbers will change with the number of questions asked and answered in the section.
- ┆ **We would encourage boards to use this resource as a source of ideas to inform the development of their own version of a board self-evaluation tool.** Your board can complete this assessment as an "experiment" and then develop a customized version based on this experience.
- ┆ **Remember that this tool is best used to stimulate reflection and discussion; it is not a scientific survey instrument** that has been tested on a large number of boards and for which there are average results.

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- ┆ Boards might well consider bringing in an **independent person** (a post-secondary management studies student perhaps) to conduct the evaluation and compile, summarize and report on the results. This will insure that individual responses are kept confidential and may result in more honest answers. If you choose to do this then completed copies of Section D could also be passed to that person to compile.
  - ┆ Ask that board members complete the questionnaire at home before bringing it to a meeting. The space for a board member's name on the front cover is meant for distributing the questionnaire rather than for collecting it and compiling the results. Directors may want to hand back only Sections A, B, C and E.
  - ┆ Consider evaluating other things such as the effectiveness of committees or board "follow-through". Avoid questions that compare individual board member performance; keep the focus as much as possible on the whole board.
  - ┆ If your board relies on an **Executive Committee** that meets between board meetings, a separate section might be needed to assess its relationship to the board (to be answered by everyone), its relationship to the CEO and the conduct of Executive Committee meetings. Questions for such a section could be drawn from the other sections.
  - ┆ Section C on the **Board's Relationship with the CEO** is **not** intended as an evaluation of the CEO but rather an evaluation of the quality of the board's relationship with the CEO as judged both by the board and by the CEO. **The items evaluated here should focus on matters that the board can change about its own performance.**

The evaluation includes a question or two (see Sections A and B) intended to increase the board's awareness of, and interaction with external stakeholders. A stakeholder analysis exercise is one boards should consider undertaking on a regular basis. Check the **board evaluation** key resource section of the Not-for-Profit Resource Centre for additional information.

- ┆ Board evaluation can be done at any time of the year and should be put on the board's annual agenda. It may be best not to schedule it at the same time of the year that the board is conducting an evaluation of the CEO or preparing for the AGM.

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Revised May 2016

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